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Form **990-PF**

Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
 Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning 013 MAY 1 0 2013, and ending

Name of foundation: **CHARLES H SCHEPMOES TUW**
 Number and street (or P O box number if mail is not delivered to street address): **Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062**
 City or town, state, and ZIP code: **Philadelphia PA 19106-2112**

A Employer identification number: **54-6305570**
B Telephone number (see instructions): **(888) 730-4933**

C If exemption application is pending, check here
D 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization. Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 9,506,982**
J Accounting method. Cash Accrual Other (specify) _____
 (Part I, column (d) must be on cash basis)

3-VELOPE
 MAY 06 2013
 POSTMARK DATE

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	218,539	214,213		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	530,788			
	b Gross sales price for all assets on line 6a 4,541,434				
	7 Capital gain net income (from Part IV, line 2)		530,788		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	749,327	745,001	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	79,741	59,806		19,935
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	5,394			5,394
	b Accounting fees (attach schedule)	2,820			2,820
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	24,774	5,429		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	112,729	65,235	0	28,149
	25 Contributions, gifts, grants paid	267,514			267,514
26 Total expenses and disbursements. Add lines 24 and 25	380,243	65,235	0	295,663	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	369,084				
b Net investment income (if negative, enter -0-)		679,766			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	264,353	292,816	292,816
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	7,832,149	8,151,653	9,214,166	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,096,502	8,444,469	9,506,982	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	8,096,502	8,444,469	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	8,096,502	8,444,469		
31	Total liabilities and net assets/fund balances (see instructions)	8,096,502	8,444,469		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 8,096,502
2	Enter amount from Part I, line 27a	2 369,084
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3 8,413
4	Add lines 1, 2, and 3	4 8,473,999
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND & CTF INCOME SUBTRACTIONS	5 29,530
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 8,444,469

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
1b See Attached Statement			
1c See Attached Statement			
1d See Attached Statement			
1e See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	530,788
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	279,896	9,197,512	0.030432
2010	359,267	8,497,890	0.042277
2009	377,492	7,416,744	0.050897
2008	370,514	8,926,961	0.041505
2007			0.000000

2 Total of line 1, column (d)	2	0.165111
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.041278
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,177,170
5 Multiply line 4 by line 3	5	378,815
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,798
7 Add lines 5 and 6	7	385,613
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	295,663

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	13,595	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	
3 Add lines 1 and 2	3	13,595	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	13,595	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,923	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	12,923	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	672	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			<input type="checkbox"/>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶		Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here ▶

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

	5b	N/A
	6b	X
	7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee 4.00	79,741		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	8,861,033
b	Average of monthly cash balances	1b	455,891
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	9,316,924
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,316,924
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	139,754
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,177,170
6	Minimum investment return. Enter 5% of line 5	6	458,859

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	458,859
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,595
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,595
3	Distributable amount before adjustments Subtract line 2c from line 1	3	445,264
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	445,264
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	445,264

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	295,663
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	295,663
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	295,663

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				445,264
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			286,734	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>295,663</u>				
a Applied to 2011, but not more than line 2a			286,734	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				8,929
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				436,335
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	267,514
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

CHARLES H SCHEPMOES TUW

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

COLLEGE OF WILLIAM AND MARY

Street

POST OFFICE BOX 8795

City

WILLIAMSBURG

State

VA

Zip Code

23187-8795

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

107,006

Name

VIRGINIA UNITED METHODIST HOMES

Street

7113 THREE CHOPT ROAD, SUITE 300

City

RICHMOND

State

VA

Zip Code

23226-3643

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

160,508

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount		Totals:		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss				
		Long Term CG Distributions	Short Term CG Distributions	Capital Gains/Losses	Other Sales	4,541,434	0	4,010,648	0	530,788	0			
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ADT CORP/THE	001011106		1/25/2012		10/26/2012	8,391	8,488					1,893
2	X	INVESCO INTL GROWTH-Y	008882532		4/2/2012		9/25/2012	81,165	80,822					343
3	X	ADN CORP	037389103		12/20/2005		1/25/2012	56,889	43,191					13,498
4	X	ARTISAN MID CAP FUND-NS	043144000		7/6/2012		9/25/2012	14,476	13,691					785
5	X	BANK NEW YORK MELLON CO	064058100		12/20/2005		1/25/2012	20,530	33,665					-13,135
6	X	CHEVRON CORP	156784100		12/20/2005		7/18/2012	24,093	12,813					11,280
7	X	CREDIT SUISSE COMM RT ST	22544R305		9/9/2011		9/25/2012	13,638	15,040					-1,402
8	X	DIAMOND HILL LONG-SHORT	25264S833		9/9/2011		3/29/2012	24,422	21,215					3,207
9	X	DIAMOND HILL LONG-SHORT	25264S833		9/9/2011		7/3/2012	1,488	1,333					155
10	X	DIAMOND HILL LONG-SHORT	25264S833		9/27/2012		11/21/2012	1,228	1,251					-23
11	X	DREYFUS EMG MKT DEBT LG	261980494		9/9/2011		7/3/2012	9,437	9,661					-224
12	X	DREYFUS EMG MKT DEBT LG	261980494		9/27/2012		11/21/2012	5,531	5,502					29
13	X	EXXON MOBIL CORPORATION	30231G102		3/6/1993		3/21/2012	17,198	2,574					14,616
14	X	JP MORGAN MID CAP VALUE	339128100		9/9/2011		3/29/2012	69,562	57,293					12,269
15	X	JP MORGAN MID CAP VALUE	339128100		9/9/2011		7/3/2012	12,191	9,924					2,267
16	X	JP MORGAN MID CAP VALUE	339128100		9/9/2011		9/25/2012	9,854	7,524					2,130
17	X	JP MORGAN MID CAP VALUE	339128100		9/9/2011		11/21/2012	5,019	3,870					1,149
18	X	FORD MOTOR COMPANY	345370880		9/9/2011		7/18/2012	20,592	22,088					-1,496
19	X	GATEWAY FUND - Y 1988	367829884		9/27/2012		11/21/2012	2,026	2,066					-40
20	X	GOLDMAN SACHS GRTH OPP	381421401		9/25/2009		3/29/2012	351,823	244,952					106,871
21	X	HEWLETT PACKARD CO	428236103		1/3/2003		8/31/2012	32,807	36,094					-3,187
22	X	HUSSMAN STRATEGIC GROV	448108100		9/9/2011		7/3/2012	15,228	17,247					-2,019
23	X	HUSSMAN STRATEGIC GROV	448108100		9/9/2011		9/25/2012	101,821	120,512					-18,591
24	X	HUSSMAN STRATEGIC GROV	448108100		9/9/2011		11/21/2012	20,141	23,323					-3,182
25	X	INTERNATIONAL BUSINESS N	459200101		7/31/1998		3/21/2012	20,493	6,689					13,804
26	X	ISHARES TR RUSSELL MIDCA	464287481		3/29/2012		7/3/2012	347,860	382,619					-14,759
27	X	KEELEY SMALL CAP VAL FD C	487300808		9/9/2011		3/29/2012	38,748	30,367					8,379
28	X	KEELEY SMALL CAP VAL FD C	487300808		9/9/2011		9/25/2012	345,388	273,833					71,555
29	X	KEELEY SMALL CAP VAL FD C	487300808		7/8/2012		9/25/2012	3,731	3,457					278
30	X	KELLOGG CO	487836108		12/20/2005		3/21/2012	42,040	35,524					6,516
31	X	KELLOGG CO	487836108		12/20/2005		5/1/2012	37,263	32,949					4,314
32	X	KRAFT FOODS GROUP INC	50076Q106		1/25/2012		10/11/2012	15	13					2
33	X	MCDONALDS CORP	580135101		11/7/2007		3/21/2012	19,394	6,992					10,402
34	X	MERCK & CO INC NEW	58933Y105		10/12/2006		3/21/2012	26,411	29,837					-3,426
35	X	MERGER FD SH BEN INT 260	589508108		4/2/2012		7/3/2012	8,411	8,416					-5
36	X	MERGER FD SH BEN INT 260	589508108		9/27/2012		11/21/2012	5,367	5,368					-1
37	X	MICROSOFT CORP	594918104		8/28/1999		3/21/2012	32,006	42,006					-10,000
38	X	NORTHERN TRUST CORP	665859104		12/20/2005		1/25/2012	14,773	16,809					-4,036
39	X	PIMCO FOREIGN BD FD USD	693390882		9/9/2011		3/29/2012	301	301					0
40	X	PIMCO FOREIGN BD FD USD	693390882		9/9/2011		7/3/2012	7,823	7,529					294
41	X	PIMCO FOREIGN BD FD USD	693390882		9/9/2011		9/25/2012	64,745	61,812					2,933
42	X	PIMCO FOREIGN BD FD USD	693390882		9/9/2011		11/21/2012	3,303	3,128					175
43	X	PHILLIPS 66	718548104		3/17/2003		5/22/2012	11,802	4,394					7,408
44	X	PRAXAIR INC COM	74005P104		11/7/2007		1/25/2012	14,292	8,341					5,951
45	X	PRAXAIR INC COM	74005P104		11/7/2007		3/21/2012	36,321	20,080					16,241
46	X	PRAXAIR INC COM	74005P104		8/12/2002		3/21/2012	2,794	675					2,119
47	X	PROCTER & GAMBLE CO	742718109		12/27/2002		3/21/2012	13,453	8,743					4,710
48	X	PUBLIC SVC ENTERPRISE GR	744573106		1/25/2012		3/21/2012	14,880	15,289					-409
49	X	SPDR DJ WILSHIRE INTERNA	78483X883		3/29/2012		7/3/2012	17,107	16,808					299
50	X	SPDR DJ WILSHIRE INTERNA	78483X883		3/29/2012		9/25/2012	5,511	5,068					443
51	X	SPDR DJ WILSHIRE INTERNA	78483X883		3/29/2012		11/21/2012	1,244	1,130					114
52	X	SPDR DJ WILSHIRE INTERNA	78483X883		9/9/2011		11/21/2012	18,296	14,292					4,004
53	X	TCW SMALL CAP GROWTH FE	87234N849		9/9/2011		3/29/2012	26,775	22,947					3,828
54	X	TCW SMALL CAP GROWTH FE	87234N849		7/6/2012		9/25/2012	25,777	23,353					2,424
55	X	TCW SMALL CAP GROWTH FE	87234N849		7/6/2012		11/21/2012	3,041	3,106					-65
56	X	TCW SMALL CAP GROWTH FE	87234N849		9/9/2011		11/21/2012	124,438	122,992					1,446
57	X	TEMPLETON FOREIGN FD A	880196506		4/2/2012		9/25/2012	119,114	120,383					-1,269
58	X	TEXAS INSTRUMENTS INC	882508104		1/25/2012		9/14/2012	14,726	16,380					-1,654
59	X	VANGUARD REIT VIPER	922908553		9/9/2011		3/29/2012	13,599	11,969					1,630
60	X	VANGUARD REIT VIPER	922908553		9/9/2011		7/3/2012	30,800	25,549					5,251
61	X	WELLS FARGO ADV TOT RT E	94975J581		9/9/2011		7/3/2012	45,078	44,836					242
62	X	WELLS FARGO ADV EMG MK	94875P751		4/2/2012		11/21/2012	1,916	2,004					-88
63	X	WELLS FARGO ADV INTL BON	94885D582		4/2/2012		7/3/2012	5,198	5,244					-46
64	X	WELLS FARGO ADV INTL BON	94885D582		4/2/2012		9/25/2012	6,401	6,184					217
65	X	WELLS FARGO ADV INTL BON	94885D582		12/27/2002		9/25/2012	59,832	45,040					14,592
66	X	WELLS FARGO ADV INTL BON	94885D582		12/27/2002		11/21/2012	1,971	1,506					465
67	X	WELLS FARGO ADV DIV INTL	948917322		9/9/2011		3/29/2012	1,361,493	1,216,000					145,493
68	X	WELLS FARGO ADV HI INC-IN	948917538		4/2/2012		7/3/2012	14,578	14,518					60

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount				Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss		
		Long Term CG Distributions	34,207			Capital Gains/Losses		4,541,434		4,010,846		530,788		
		Short Term CG Distributions	0			Other sales		0		0		0		
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	WELLS FARGO ADV HI INC-INT	949917536		9/27/2012		11/21/2012	35,504	36,704				0	-1,200
70	X	WF ADV GOVT SECURITIES-	949917579		9/9/2011		7/3/2012	43,708	43,401				0	307
71	X	WF ADV GOVT SECURITIES-	949917579		9/9/2011		9/25/2012	55,177	55,491				0	-314
72	X	WF ADV GOVT SECURITIES-	949917579		9/9/2011		11/21/2012	68,920	68,316				0	604
73	X	WF ADV SHORT-TERM BOND	949917652		9/9/2011		3/29/2012	77,404	77,404				0	0
74	X	WF ADV SHORT-TERM BOND	949917652		7/6/2012		9/25/2012	34,036	33,862				0	174
75	X	WF ADV SHORT-TERM BOND	949917652		9/9/2011		11/21/2012	47,757	47,495				0	262
76	X	WF ADV SHORT-TERM BOND	949917652		7/6/2012		11/21/2012	284	283				0	1
77	X	WYNN RESORTS LTD	983134107		9/9/2011		7/18/2012	19,298	29,488				0	-10,190
78	X	COOPER INDUSTRIES PLC NY	G24140108		12/20/2005		1/25/2012	82,558	48,408				0	34,150
79	X	COOPER INDUSTRIES PLC NY	G24140108		12/20/2005		3/21/2012	36,591	20,258				0	16,333
80	X	COOPER INDUSTRIES PLC NY	G24140108		12/20/2005		9/14/2012	15,343	7,222				0	8,121
81	X	COOPER INDUSTRIES PLC NY	G24140108		12/20/2005		11/30/2012	33,334	14,797				0	18,537
82	X	EATON CORP PLC	G29183103		11/30/2012		12/17/2012	22	21				0	1
83	X	ACE LIMITED	H0023R105		12/20/2005		3/21/2012	14,738	10,756				0	3,982
84	X	PENTAIR, LTD	H8169Q108		1/25/2012		10/11/2012	42	38				0	4
85	X	PENTAIR, LTD	H8169Q108		1/25/2012		10/28/2012	3,911	3,518				0	393
86	X	TYCO INTERNATIONAL LTD NY	H89128104		1/25/2012		10/28/2012	10,775	9,936				0	839

Part I, Line 16a (990-PF) - Legal Fees

		5,394	0	0	5,394
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	5,394			5,394

Part I, Line 16b (990-PF) - Accounting Fees

		2,820	0	0	2,820
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,820			2,820

Part I, Line 18 (990-PF) - Taxes

		24,774	5,429	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	5,429	5,429		
2	PY EXCISE TAX DUE	6,422			
3	ESTIMATED EXCISE PAYMENTS	12,923			

Part II, Line 13 (990-PF) - Investments - Other

		7,832,149	8,151,653	9,214,166	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	PIMCO FOREIGN BD FD USD H-INST 103		0	61,032	61,261
3	PRAXAIR INC COM		0	9,446	38,308
4	PROCTER & GAMBLE CO		0	31,005	54,312
5	PUBLIC SVC ENTERPRISE GROUP INC		0	24,456	24,480
6	QUALCOMM INC		0	35,036	43,302
7	TEMPLETON FOREIGN FD - ADV 604		0	618,609	640,877
8	UNITED TECHNOLOGIES CORP		0	48,695	131,216
9	COCA COLA CO		0	27,280	29,000
10	"CENTURYLINK, INC"		0	36,260	43,032
11	EXXON MOBIL CORPORATION		0	10,297	69,240
12	TARGET CORP		0	34,846	41,419
13	UNITEDHEALTH GROUP INC		0	34,173	40,680
14	ARTISAN MID CAP FUND-INSTL 1333		0	345,790	356,637
15	ISHARES RUSSELL 2000 GROWTH		0	163,147	171,367
16	JPMORGAN CHASE & CO		0	35,387	48,366
17	US BANCORP DEL NEW		0	35,072	34,336
18	TCW SMALL CAP GROWTH FUND-I 4724		0	158,561	167,961
19	ANHEUSER-BUSCH INBEV SPN ADR		0	36,770	43,705
20	CHEVRON CORP		0	51,480	97,326
21	AIM INTERNATIONAL GROWTH-Y 8516		0	603,314	618,518
22	DREYFUS EMG MKT DEBT LOC C-I 6083		0	362,930	379,588
23	3M CO		0	18,908	27,855
24	JP MORGAN MID CAP VALUE-I 758		0	225,590	292,056
25	BERSHIRE HATHAWAY INC		0	42,450	44,850
26	CONOCOPHILLIPS		0	14,787	43,492
27	HUSSMAN STRATEGIC GROWTH FUND 6		0	256,546	218,886
28	WELLS FARGO INTL ADV FUND-IS 4705		0	49,256	64,549
29	AFLAC INC		0	33,885	53,120
30	AMERICAN EXPRESS COMPANY		0	23,725	28,740
31	AMGEN INC		0	41,412	51,720
32	APPLE COMPUTER INC COM		0	37,635	53,217
33	BRISTOL MYERS SQUIBB CO		0	34,869	39,108
34	CISCO SYSTEMS INC		0	23,684	29,474
35	GENERAL ELECTRIC CO		0	19,100	20,990
36	HOME DEPOT INC		0	31,630	61,850
37	INTERNATIONAL BUSINESS MACHS COR		0	33,447	95,775
38	JOHNSON & JOHNSON		0	79,495	91,130
39	MCDONALDS CORP		0	53,952	105,852
40	MERGER FD SH BEN INT 260		0	183,261	185,178
41	MICROSOFT CORP		0	55,375	53,419
42	WELLS FARGO ADV TOT RT BD FD-IN 944		0	615,769	600,711
43	WELLS FARGO ADV EMG MK E-INS 4146		0	238,906	455,618
44	GOOGLE INC		0	30,851	31,832
45	VANGUARD REIT VIPER		0	327,363	389,075
46	WELLS FARGO ADV SP S/C VA-IS 4143		0	336,727	349,013

Part II, Line 13 (990-PF) - Investments - Other

		7,832,149	8,151,653	9,214,166	
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	VANGUARD EMERGING MARKETS ETF		0	431,349	464,760
48	MONDELEZ INTERNATIONAL INC		0	17,393	17,817
49	EATON CORP PLC		0	16,869	17,608
50	CME GROUP INC		0	22,114	20,268
51	SPDR DJ WILSHIRE INTERNATIONAL REA		0	327,105	384,224
52	DIAMOND HILL LONG-SHORT FD CL I 11		0	339,057	380,597
53	WELLS FARGO ADV HI INC-INS 3110		0	350,809	374,469
54	GATEWAY FUND - Y 1986		0	238,182	234,378
55	CREDIT SUISSE COMM RT ST-CO 2156		0	518,726	455,770
56	ACE LIMITED		0	53,780	79,800
57	WF ADV GOVT SECURITIES- I 3101		0	254,671	251,439
58	KRAFT FOODS GROUP INC		0	9,389	10,595

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	2,158
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	6,255
3	Total	3	8,413

Line 5 - Decreases not included in Part III, Line 2

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	29,530
2	Total	2	29,530

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale		Gain or Loss	FMV as of 12/31/12	Adjusted Basis as of 12/31/12	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
								4 507 227	0					
1 ADT CORP/HE	001011106		1/25/2012	10/25/2012	8 391		0	6 498	1 893	0	0	0	0	1 893
2 INVESCO INTL GROWTH-Y 8516	008842332		4/2/2012	9/25/2012	81 165		0	80 822	343	0	0	0	0	343
3 AGN CORP	037388103		12/20/2005	1/25/2012	58 689		0	43 191	15 498	0	0	0	0	15 498
4 ARTISAN MID CAP FUND-INS 1333	043148916		1/6/2011	9/25/2012	4 176		0	3 353	823	0	0	0	0	823
5 BANK NEW YORK MELLON CORP COM	0604508100		12/20/2005	1/25/2012	20 530		0	13 665	6 865	0	0	0	0	6 865
6 CHEVRON CORP	166764100		12/20/2005	7/18/2012	24 693		0	12 813	11 280	0	0	0	0	11 280
7 CREDIT SUISSE COMM RT ST-CD 2156	0295444305		9/9/2011	9/25/2012	13 638		0	15 040	1 402	0	0	0	0	1 402
8 DIAMOND HILL LONG-SHORT FD CL 1	025245433		9/9/2011	3/29/2012	24 425		0	21 315	3 207	0	0	0	0	3 207
9 DIAMOND HILL LONG-SHORT FD CL 1	025245433		9/9/2011	7/3/2012	1 485		0	1 333	152	0	0	0	0	152
10 DIAMOND HILL LONG-SHORT FD CL 1	025245433		9/27/2012	11/2/2012	1 228		0	1 251	23	0	0	0	0	23
11 DREYFUS EMG MKT DEBT LOC C-1 608	261980494		9/9/2011	7/3/2012	9 437		0	9 661	224	0	0	0	0	224
12 DREYFUS EMG MKT DEBT LOC C-1 608	261980494		9/27/2012	11/2/2012	5 231		0	5 202	29	0	0	0	0	29
13 EXXON MOBIL CORPORATION	102316102		3/9/1993	3/21/2012	17 188		0	2 574	14 614	0	0	0	0	14 614
14 UP MORGAN MID CAP VALUE-1 758	339128100		9/9/2011	3/29/2012	69 562		0	57 293	12 269	0	0	0	0	12 269
15 UP MORGAN MID CAP VALUE-1 758	339128100		9/9/2011	7/3/2012	12 191		0	9 924	2 267	0	0	0	0	2 267
16 UP MORGAN MID CAP VALUE-1 758	339128100		9/9/2011	9/25/2012	9 654		0	7 524	2 130	0	0	0	0	2 130
17 UP MORGAN MID CAP VALUE-1 758	339128100		9/9/2011	11/2/2012	5 019		0	3 929	1 089	0	0	0	0	1 089
18 FORD MOTOR COMPANY	345370850		9/9/2011	7/18/2012	20 582		0	22 088	1 496	0	0	0	0	1 496
19 GATEWAY FUND Y 1986	367828684		9/27/2012	11/2/2012	2 026		0	2 086	60	0	0	0	0	60
20 GOLDMAN SACHS GRTH OPP FDI 113	361427401		8/29/2009	3/29/2012	351 923		0	244 952	106 971	0	0	0	0	106 971
21 HEWLETT PACKARD CO	428326103		1/2/2003	8/21/2012	32 907		0	36 094	3 187	0	0	0	0	3 187
22 HUSSMAN STRATEGIC GROWTH FUND	448108100		9/9/2011	7/3/2012	15 228		0	17 247	2 019	0	0	0	0	2 019
23 HUSSMAN STRATEGIC GROWTH FUND	448108100		9/9/2011	9/25/2012	101 821		0	120 512	18 691	0	0	0	0	18 691
24 HUSSMAN STRATEGIC GROWTH FUND	448108100		9/9/2011	11/2/2012	20 141		0	23 323	3 182	0	0	0	0	3 182
25 INTERNATIONAL BUSINESS MACHS CG	482200101		1/6/2011	9/25/2012	29 483		0	6 689	13 804	0	0	0	0	13 804
26 ISHARES TR RUSSELL MIDCAP GROW	444287481		3/29/2012	7/3/2012	347 960		0	362 619	14 759	0	0	0	0	14 759
27 KEELEY SMALL CAP VAL FD CL 1 2251	487300808		9/9/2011	3/29/2012	30 746		0	30 367	379	0	0	0	0	379
28 KEELEY SMALL CAP VAL FD CL 1 2251	487300808		9/9/2011	9/25/2012	345 368		0	273 833	71 535	0	0	0	0	71 535
29 KEELEY SMALL CAP VAL FD CL 1 2251	487300808		9/9/2011	11/2/2012	5 019		0	4 278	741	0	0	0	0	741
30 KELLGOG CO	487836108		12/20/2005	3/21/2012	42 040		0	35 524	6 516	0	0	0	0	6 516
31 KELLGOG CO	487836108		12/20/2005	5/1/2012	37 263		0	32 948	4 314	0	0	0	0	4 314
32 KRAFT FOODS GROUP INC	500760106		12/25/2012	10/1/2012	15		0	13	2	0	0	0	0	2
33 KNOX INDUSTRIES INC	580133101		11/7/2007	3/29/2012	19 304		0	8 809	10 495	0	0	0	0	10 495
34 MERCK & CO INC NEW	589331003		10/12/2006	3/21/2012	28 411		0	29 837	3 426	0	0	0	0	3 426
35 MERGER FD SH BEN INT 260	589509108		4/2/2012	7/3/2012	8 411		0	8 416	5	0	0	0	0	5
36 MERGER FD SH BEN INT 260	589509108		9/27/2012	11/2/2012	5 367		0	5 388	21	0	0	0	0	21
37 MICROSOFT CORP	594918106		6/26/1998	3/21/2012	32 069		0	42 806	10 697	0	0	0	0	10 697
38 NORTHERN TRUST CORP	66585104		12/20/2005	1/25/2012	14 773		0	18 026	4 026	0	0	0	0	4 026
39 PINCO FOREIGN BD FD USD H-INST 10	683390882		9/9/2011	3/29/2012	301		0	301	0	0	0	0	0	0
40 PINCO FOREIGN BD FD USD H-INST 10	683390882		9/9/2011	7/3/2012	7 823		0	7 525	298	0	0	0	0	298
41 PINCO FOREIGN BD FD USD H-INST 10	683390882		9/9/2011	9/25/2012	64 745		0	61 812	2 933	0	0	0	0	2 933
42 PINCO FOREIGN BD FD USD H-INST 10	683390882		9/9/2011	11/2/2012	3 019		0	3 128	109	0	0	0	0	109
43 PHILLIPS 66	718548104		3/17/2003	5/22/2012	11 802		0	4 394	7 408	0	0	0	0	7 408
44 PRAAIR INC COM	74205P104		1/17/2007	1/25/2012	14 292		0	8 341	5 951	0	0	0	0	5 951
45 PRAAIR INC COM	74205P104		1/17/2007	3/21/2012	36 321		0	20 080	16 241	0	0	0	0	16 241
46 PRAAIR INC COM	74205P104		8/12/2002	3/21/2012	2 194		0	8 575	2 118	0	0	0	0	2 118
47 PROCTER & GAMBLE CO	742718109		1/27/2002	3/21/2012	13 453		0	8 743	4 710	0	0	0	0	4 710
48 PUBLIC SVC ENTERPRISE GROUP INC	744573106		11/25/2012	3/21/2012	14 880		0	15 255	405	0	0	0	0	405
49 SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		3/29/2012	7/3/2012	17 107		0	16 608	299	0	0	0	0	299
50 SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		3/29/2012	9/25/2012	5 111		0	5 068	43	0	0	0	0	43
51 SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		3/29/2012	11/2/2012	1 244		0	1 130	114	0	0	0	0	114
52 SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		9/9/2011	11/2/2012	18 298		0	14 262	2 006	0	0	0	0	2 006
53 TCW SMALL CAP GROWTH FUND-1 472	87234N849		9/9/2011	3/29/2012	28 778		0	22 947	3 828	0	0	0	0	3 828
54 TCW SMALL CAP GROWTH FUND-1 472	87234N849		7/6/2012	9/25/2012	23 777		0	23 253	2 424	0	0	0	0	2 424
55 TCW SMALL CAP GROWTH FUND-1 472	87234N849		7/6/2012	11/2/2012	3 041		0	3 108	65	0	0	0	0	65
56 TCW SMALL CAP GROWTH FUND-1 472	87234N849		9/9/2011	11/2/2012	124 438		0	122 692	1 746	0	0	0	0	1 746
57 TEMPLETON FOREIGN FD ADV 604	880196506		4/2/2012	9/25/2012	119 114		0	120 383	1 269	0	0	0	0	1 269
58 TEXAS INSTRUMENTS INC	882508104		1/25/2012	9/14/2012	14 726		0	16 360	1 634	0	0	0	0	1 634
59 VANGUARD SHORT VIPER	922908553		9/9/2011	3/29/2012	13 599		0	11 965	1 634	0	0	0	0	1 634
60 VANGUARD REIT VIPER	922908553		9/9/2011	7/3/2012	30 900		0	25 546	5 354	0	0	0	0	5 354
61 WELLS FARGO ADV TOT RT BD FD-INT	94975J581		9/9/2011	7/3/2012	45 016		0	44 836	240	0	0	0	0	240
62 WELLS FARGO ADV EMG MKT E-INS 414	94975J781		4/2/2012	11/2/2012	1 016		0	2 064	88	0	0	0	0	88
63 WELLS FARGO ADV INTL BOND-IS 470	949850582		4/2/2012	7/3/2012	5 198		0	5 244	46	0	0	0	0	46
64 WELLS FARGO ADV INTL BOND-IS 470	949850582		4/2/2012	9/25/2012	6 401		0	6 184	217	0	0	0	0	217
65 WELLS FARGO ADV INTL BOND-IS 470	949850582		12/27/2002	8/25/2012	59 632		0	49 040	14 592	0	0	0	0	14 592
66 WELLS FARGO ADV INTL BOND-IS 470	949850582		12/27/2002	11/2/2012	1 071		0	1 506	465	0	0	0	0	465
67 WELLS FARGO ADV DIV INTL FDI 3113	949917322		9/9/2011	3/29/2012	1 361 493		0	1 218 000	145 493	0	0	0	0	145 493
68 WELLS FARGO ADV H INC-INS 3110	949917334		4/2/2012	7/3/2012	14 576		0	14 518	58	0	0	0	0	58
69 WELLS FARGO ADV H INC-INS 3110	949917334		9/27/2012	11/2/2012	38 604		0	38 704	100	0	0	0	0	100
70 WF ADV GOVT SECURITIES-1 3101	949917579		9/9/2011	7/3/2012	43 708		0	43 401	307	0	0	0	0	307
71 WF ADV GOVT SECURITIES-1 3101	949917579		9/9/2011	9/25/2012	58 177		0	55 481	686	0	0	0	0	686
72 WF ADV GOVT SECURITIES-1 3101	949917579		9/9/2011	11/2/2012	88 920		0	88 315	604	0	0	0	0	604
73 WF ADV SHORT-TERM BOND FUND-1 3	949917652		9/9/2011	3/29/2012	77 404		0	77 404	0	0	0	0	0	0
74 WF ADV SHORT-TERM BOND FUND-1 3	949917652		7/6/2012	9/25/2012	34 038		0	33 882	154	0	0	0	0	154
75 WF ADV SHORT-TERM BOND FUND-1 3	949917652		9/9/2011	11/2/2012	47 787		0	47 496	271	0	0	0	0	271
76 WF ADV SHORT-TERM BOND FUND-1 3	9499													

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount													
		34,207													
		0													
		4,507,227													
		0													
		0													
		4,010,645													
		496,581													
		0													
		0													
		496,581													
Long Term CG Distributions	Short Term CG Distributions	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
		85 PENTAIR LTD	H61690108		10/26/2012	10/26/2012	3,911		0	3,518	393	0	0	0	393
		88 TYCO INTERNATIONAL LTD NEW	H69128104		10/26/2012	10/26/2012	10,775		0	9,936	839	0	0	0	839

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	<u>Date</u>		<u>Amount</u>
1 Credit from prior year return	12/31/2011	1	0
2 First quarter estimated tax payment	5/9/2012	2	3,231
3 Second quarter estimated tax payment	6/11/2012	3	3,231
4 Third quarter estimated tax payment	9/11/2012	4	3,231
5 Fourth quarter estimated tax payment	12/11/2012	5	3,230
6 Other payments		6	0
7 Total		7	12,923

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	286,734
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	286,734